INSTRUCTIONS TO FORM SCC722.5 – GUIDE FOR ARTICLES OF INCORPORATION SURRENDER

Guideform SCC722.5 has been produced by the Commission as a guide to help you prepare the corporation's articles of incorporation surrender. Please note, however, that **this guideform with the blanks filled in will not be accepted**. You must separately type the articles, using this form as a guide, inserting appropriate information and omitting inapplicable text (such as the Commission's seal, the first four lines of the guideform's caption, and the italicized portions).

Filing Requirements							
Pay all fees and penalties before submitting this application to the Commission. If the Commission issues the articles of incorporation surrender on or before the annual registration fee due date, payment of the registration fee for the current year is not required.							
Required Fees	Filing Fee: \$25.00						
File Online Today		Paper Filing					
Visit https://cis.scc.virginia.gov to file articles of incorporation surrender in real time.		Download from https://scc.virginia.gov/pages/Virginia-Stock-Corporations complete, print, and mail or deliver to below address:					
Questions? Visit the CIS help page at https://scc.virginia.gov/pages/CIS-Help for how-to guides, answers to frequently asked questions, and helpful videos.		State Corporation Commission Clerk's Office P.O. Box 1197 Richmond, VA 23218-1197	Courier Delivery Address 1300 E. Main St, 1st floor Richmond, VA 23219				
Pay online with a credit card or eCheck. No additional processing fees apply for filing online.		Include a check payable to State Corporation Commission. DO NOT SEND CASH.					

The terms and conditions of the plan of domestication may not alter the designation, rights, preferences or limitations of all or part of the authorized shares except to the extent required to conform to the requirements of Chapter 9 of Title 13.1 of the Code of Virginia.

If all of the shareholders consented to the incorporation surrender, in paragraph 4 set forth the statement in part A (and omit part B). If the shareholders' consent was less than unanimous, in paragraph 4 provide the information required in both (1) and (2) of part B. The plan of domestication must be approved by each group entitled to vote on the plan by more than two-thirds of all votes entitled to be cast by that voting group, unless the board of directors requires a greater vote or unless the articles of incorporation provide for a greater or lesser vote, so long as the vote provided for is not less than a majority of all votes cast on the plan by each voting group entitled to vote at a meeting at which a quorum of the voting group exists. See §§ 13.1-722.3 and 13.1-722.5 of the Code of Virginia.

The articles of incorporation surrender must be <u>signed</u> in the name of the corporation by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation. Set forth the printed name of the person signing and his or her corporate title below or next to the signature. See § 13.1-604 of the Code of Virginia.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing. See § 13.1-612 of the Code of Virginia.

NOTE

The corporation shall automatically cease to be a Virginia corporation when the certificate of incorporation surrender issued by the Commission becomes effective. See § 13.1-722.5 of the Code of Virginia.

If, after domestication, the former Virginia corporation intends to continue to transact business in Virginia as a foreign corporation, then, within thirty days after the effective date of the certificate of incorporation surrender, it must deliver to the Commission an application for a certificate of authority to transact business in Virginia pursuant to § 13.1-759 of the Code of Virginia together with a copy of its instrument of domestication and articles of incorporation and all amendments thereto, duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose laws it is incorporated or domesticated. See § 13.1-722.5 of the Code of Virginia.

Important Information

The articles must be in the English language, typewritten or legibly printed in black, using the following guidelines:

- use solid white paper
- one-sided

minimum 1.25" top margin and 0.75" all other sides

- size 8 1/2" x 11"
- no visible watermarks or background logos

Do not include Personally Identifiable Information, such as a Social Security number, in a business entity document submitted to the Office of the Clerk for filing with the Commission. Information in these documents is available to the public. For more information, see Notice Regarding Personally Identifiable Information at www.scc.virginia.gov/clk.



GUIDE FOR ARTICLES OF INCORPORATION SURRENDER

(Virginia stock corporation to be domesticated under the laws of another jurisdiction)

ARTICLES OF INCORPORATION SURRENDER OF (name of corporation)

		ned, on behalf of the es as follows:	e corporation named	below, pursuant to T	itle 13.1, Chapter 9, Article 12	2.1 of the Code of			
1.	The nam	e of the corporation	is <u>(nam</u>	e of corporation)					
2.	The plan	The plan of domestication, pursuant to § 13.1-722.2 of the Code of Virginia, is set forth as follows:							
	A. The jurisdiction in which the corporation is to be domesticated is(new jurisdiction of incorporation)								
	B. Upon its domestication in the foregoing jurisdiction, the name of the corporation will be								
(name of corporation in new jurisdiction of incorporation) .									
	C. (Set forth the terms, conditions and any additional provisions of the plan of domestication.)								
3.	foreign co	nese articles of incorporation surrender are being filed in connection with the domestication of the corporation as a reign corporation to be incorporated under the laws of another jurisdiction and the corporation is surrendering its narter under the laws of Virginia.							
4.	(Set forth how the plan of domestication was adopted by the shareholders of the corporation using A or B, below, whichever is applicable.)								
A. The plan of domestication was adopted by the unanimous consent of the shareholders. OR									
B. The plan of domestication was submitted to the shareholders by the board of directors in accordance provisions of Title 13.1, Chapter 9 of the Code of Virginia, and (include (1) and (2)):									
	(1)			ing shares, and num e plan of domesticat	ber of votes entitled to be coion were:	ast by each voting			
		Designation	Number of ou	itstanding shares	Number of votes				
(2) <u>Either</u> (a) the total number of votes cast for and against the plan by each voting separately on the plan was:					plan by each voting group entitl	ed to vote			
		Voting group	Total vot	es FOR	Total votes AGAINST				
		Or (b) the total nu	•	votes cast for the plar	separately by each voting grootes FOR	- oup was:			
	(3)	(3) And the number cast for the plan by each voting group was sufficient for approval by that voting group.							
5.	The corporation hereby revokes the authority of its registered agent to accept service on its behalf and appoints the clerk of the Commission as its agent for service of process in any proceeding based on a cause of action arising during the time it was incorporated under the laws of Virginia.								
6.	The corporation's mailing address to which the clerk may mail a copy of any process served on the clerk as the corporation's agent is								
7.		oration hereby comr of the corporation.	nits to notify the clerk	of the Commission	n the future of any change in	the mailing			
Ξxe	ecuted in t	he name of the corp	oration bv:						
(signature)				(date)					
(printed name)				(corporate t					
(corporation's SCC ID no.)				(telephone number (optional))					